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January 25, 2005

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Via Hand Delivery

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554

Federal Communications Commission
Office of Secretary

**Re: Ex Parte Presentation in MB Docket No. 02-144
Time Warner Cable**

Dear Ms. Dortch:

On January 25, 2005, Gary Matz of Time Warner Cable ("Time Warner Cable"), Susan Mort of Time Warner Inc., and Seth Davidson of Fleischman and Walsh, L.L.P. met with Jonathan Cody, Legal Advisor to Chairman Michael K. Powell to discuss the above-referenced proceeding.

The discussion centered on three issues: (1) the need for the Commission to streamline the resolution of effective competition petitions so as to minimize uncertainty and conserve Commission resources; (2) the harms that would result from giving local franchising authorities increased deference in reviewing rate forms, including an increase in the number of disputed rate orders and the potential lack of uniformity in rate decisions; and (3) the need for the Commission to clarify that actual costs are an appropriate standard on which to base the external cost pass through for affiliated programming services, such as regional news channels, for which there is no "fair market value" based on sales to unaffiliated third parties.

Pursuant to Section 1.1206(b) of the Commission's rules, an original and one copy of this letter are being submitted to the Secretary's office for inclusion in the record of the above-referenced proceeding.

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If there are any questions regarding this matter, please communicate directly with the undersigned.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Seth A. Davidson', with a long horizontal flourish extending to the right.

Seth A. Davidson

cc: Jonathan Cody
Qualex International
John Norton
Wanda Hardy